

Press release

27 November 2019

The information contained within this announcement is deemed by the Company to constitute inside information stipulated under the Market Abuse Regulation (EU) No. 596/2014. Upon the publication of this announcement via the Regulatory Information Service, this inside information is now considered to be in the public domain.

Rockpool Acquisitions Plc

(“Rockpool” or “the Company”)

XT Energy Group, Inc. Statement

The board of Rockpool Acquisitions PLC (“Rockpool”) notes the statement made on 5 November 2019 by XT Energy Group, Inc. (“XT Energy”), a Nevada corporation, that on 29 October 2019 it had entered into a letter of intent with certain other parties (including Stanley Hutton Rumbough) to effect a series of transactions, including an acquisition of Rockpool (the “LOI”).

The board of Rockpool is pleased to note the further statement (the “Second Statement”) made on 26 November 2019 by XT Energy making it clear that that no acquisition (by XT Energy, Stanley Hutton Rumbough or any person acting in concert with either of them) of Rockpool is now contemplated by the LOI (as amended on 22 November 2019 (the “Amended LOI”). The Second Statement further states that it is in fact the current intention that a newly incorporated entity (“the Investor”) to be controlled by David Chen, the Chief Operating Officer of XT Energy, and Jian Zhou, Chairman of XT Energy (rather than XT Energy itself) will make a subscription for 2,545,000 ordinary shares of Rockpool at a price of 12 pence per ordinary share of Rockpool and a loan in the amount of £1,294,600. The Investor will also be entitled to the issue of warrants allowing it to subscribe for a further 10,788,333 ordinary shares of Rockpool at a price of 12 pence per ordinary share.

The Second Statement goes on to state that XT Energy has been advised in writing by Stanley Hutton Rumbough that he will make a loan to Rockpool in which case, the Second Statement states, he will be entitled to the issue of warrants entitling him to subscribe for 416,667 ordinary shares of Rockpool at a price of 12 pence per ordinary share. The issue of both sets of warrants would be conditional upon the obtaining of a Rule 9 “whitewash” pursuant to the UK City Code on Takeovers and Mergers (the “Code”) in respect of the issue of the ordinary shares of Rockpool pursuant to the warrants.

The subscription and loans referred to are the latest proposed terms relating to the potential investment in Rockpool announced by Rockpool on 21 October 2019.

It should be noted that Rockpool has not yet entered into binding contracts in relation to the aforementioned contemplated transactions.

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For further information please contact:

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